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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
LIONEL L.L.C., et al.,	:	Case No. 04-17324 (BRL)
	:	(Jointly Administered)
Debtors.	:	

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**APPELLANT, MIKE'S TRAIN HOUSE, INC.'S
DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD
ON APPEAL AND STATEMENT OF ISSUES TO BE PRESENTED
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 8006**

Appellant, Mike's Train House, Inc. ("MTH"), by its attorneys, hereby files its Designation of Items to be Included in the Record on Appeal and its Statement of the Issues to be presented on appeal pursuant Rule 8006 of the Federal Rules of Bankruptcy Procedure.

Designation of Record

MTH designates that the Record on Appeal from the *Amended Memorandum Decision Regarding Claims Objections, Estimation Procedures, Stay Modification and Extension*

of Exclusivity by the Honorable Judge Burton R. Lifland, United States Bankruptcy Court for the Southern District of New York, dated and docketed August 3, 2007 (docket no. 659) (the “Opinion”) shall consist of the following:

1. Voluntary Petition Under Chapter 11, dated November 15, 2004, together with attachments thereto (docket no. 1).
2. Affidavit of Scott Turkington Pursuant to Local Bankruptcy Rule 1007-2 in Support of Chapter 11 Petitions, executed November 9, 2004 (filed November 15, 2004) (docket no. 3).
3. Transcript of Hearing of January 9, 2007 (docket no. 562).
4. Disclosure Statement with Respect to Joint Plan of Reorganization of Lionel L.L.C. and Liontech Company Under Chapter 11 of the United States Bankruptcy Code, dated May 21, 2007, together with exhibit A, thereto (docket no. 583).
5. Debtors’ (I) Objection and Motion to Estimate Claim No. 55 (MTH Trade Secret Damages Claim) Pursuant to Sections 502(b) and 502(c) of the Bankruptcy Code and (II) Objection and Motion to Expunge Claim Nos. 54 and 56 (MTH Claims for Legal Fees and Interest on Judgment) Pursuant to Section 502(b) of the Bankruptcy Code, dated June 1, 2007 (docket no. 588).
6. Notice of Proposed Order Granting Debtors’ (I) Objection and Motion to Estimate Claim No. 55 (MTH Trade Secret Damages Claim) Pursuant to Sections 502(b) and 502(c) of the Bankruptcy Code and (II) Objection and Motion to Expunge Claim Nos. 54 and 56 (MTH Claims for Legal Fees and Interest on Judgment) Pursuant to Section 502(b) of the Bankruptcy Code, dated June 8, 2007, together with exhibit A, thereto (docket no. 593).

7. Response in Opposition by Mike's Train House, Inc. to Debtors' Objection to and Motion for Estimation of Trade Secret and Related Claims, dated June 8, 2007, together with exhibits A through F, thereto (docket no. 594).

8. (Cross-) Motion by Mike's Train House, Inc. for Relief from Automatic Stay to Permit Re-Trial of Trade Secrets Case in the United States District Court for the Eastern District of Michigan, dated June 8, 2007, together with exhibits A through F, thereto (docket no. 595).

9. Memorandum of Law of Mike's Train House, Inc. ("MTH") in Opposition to Debtors' Objection to and Motion for Estimation of MTH's Trade Secrets Claims and in Support of MTH's (Cross-) Motion for Relief from Automatic Stay to Permit Re-Trial of Trade Secrets Case in the United States District Court for the Eastern District of Michigan, dated June 8, 2007 (docket no. 596).

10. Motion to Shorten Time for Response to Cross-Motion by Mike's Train House, Inc. for Relief from Automatic Stay, or Alternatively, Motion to Reschedule Lionel's Objections to and Motion to Estimate Trade Secrets Claim so that Related Motions May Be Heard at the Same Time, dated June 8, 2007 (docket no. 597).

11. Objection of Lionel L.L.C. to MTH's Motion to Shorten Time for Response to Cross-Motion for Relief from Automatic Stay or to Reschedule Hearing of Lionel's Objections to and Motion to Estimate Trade Secrets Claim, dated June 11, 2007, and exhibit A, thereto (docket no. 599).

12. Order Directing that Hearing of Lionel's Objections to and Motion to Estimate Trade Secrets Claim of Mike's Train House, Inc. and Motion of Mike's Train House, Inc. for Relief from Automatic Stay Be Heard at Same Time, dated June 12, 2007 (docket no. 603).

13. Joint Plan of Reorganization of Reorganization of Lionel L.L.C. and Liontech Company Under Chapter 11 of the United States Bankruptcy Code, dated May 21, 2007 (filed June 12, 2007) (docket no. 604).

14. Objection of Mike's Train House, Inc. to Debtors' Proposed Order Setting Estimation Procedures, dated June 13, 2007 (docket no. 608).

15. Letter to the Honorable Burton R. Lifland with accompanying Proposed Notice of Evidentiary Hearing Under Local Bankruptcy Rule 9014-2(a), dated June 13, 2007 (docket no. 609).

16. Notice of Evidentiary Hearing Under Local Bankruptcy Rule 9014-2(a), dated June 14, 2007 (docket no. 610).

17. Motion of Debtors and Debtors in Possession for Entry of a Bridge Order and Further Order Pursuant to Sections 105(a) and 1121(d) of the Bankruptcy Code Granting a Fifth Extension of the Exclusive Periods During Which Only the Debtors May File a Plan of Reorganization and Solicit Acceptances Thereof, dated June 15, 2007, and exhibits A and B, thereto (docket no. 615).

18. Bridge Order Extending the Exclusive Periods During which the Debtors May File a Plan of Reorganization and Solicit Acceptances Thereof, dated June 18, 2007 (docket no. 627).

19. Objection of Mike's Train House, Inc. to Debtors' Motion for a Fifth Extension of the Exclusive Period During Which the Debtors May File a Plan of Reorganization, dated June 21, 2007 (docket no. 628).

20. Debtors' Objection to MTH's Cross-Motion for Relief from the Automatic Stay to Permit Re-Trial of Trade Secrets Case in the United States District Court for the Eastern District of Michigan, dated June 21, 2007 (docket no. 630).

21. Debtors' Memorandum of Law in Support of Motion to Estimate MTH's Trade Secrets Damages Claim and in Opposition to MTH's Motion for Relief from Automatic Stay, dated June 21, 2007 (docket no. 631).

22. Reply by Mike's Train House, Inc. in Support of Cross-Motion for Relief from Automatic Stay to Permit Re-Trial of Trade Secrets Case in the United States District Court for the Eastern District of Michigan, dated June 26, 2007, together with exhibits A through H, thereto (docket no. 632).

23. Reply Memorandum of Law by Mike's Train House, Inc. in Support of Cross-Motion for Relief from Automatic Stay to Permit Re-Trial of Trade Secrets Case in the United States District Court for the Eastern District of Michigan, dated June 26, 2007, together with exhibit A, thereto (docket no. 633).

24. Emergency Motion to Strike Reply Papers and Reply Memo of Law by MTH in Support of Cross-Motion for Relief from Automatic Stay, dated June 26, 2007 (docket no. 635).

25. Transcript of Hearing of June 27, 2007 (docket no. 649).

26. Objection of Mike's Train House, Inc. to Debtors' Emergency Motion to Strike Reply Papers in Support of (Cross-) Motion for Relief from Automatic Stay, dated July 3, 2007, and exhibits A through D, thereto (docket no. 641).

27. Transcript of Hearing of August 2, 2007 (docket no. 665)

28. MTH Exhibits 1 through 10 received in evidence at Hearing of August 2, 2007 (letter to clerk furnishing exhibits, together with exhibits, filed August 23, 2007) (docket no. 670).

29. Memorandum Decision Regarding Claims Objections, Estimation Procedures, Stay Modification and Extension of Exclusivity, dated August 3, 2007 (docket no. 658).

30. Amended Memorandum Decision Regarding Claims Objections, Estimation Procedures, Stay Modification and Extension of Exclusivity, dated August 3, 2007 (docket no. 659).

31. Notice of Appeal, dated August 13, 2007 (docket no. 661).

32. Amended Notice of Appeal, dated August 13, 2007 (docket no. 662).

Designation of Issues

MTH designates the following issues on appeal:

1. Did the bankruptcy court err in refusing to grant MTH relief from the automatic stay to permit the re-trial of the trade secrets case against Lionel in the United States District Court for the Eastern District of Michigan?

2. Did the bankruptcy court err in granting Lionel's motion to estimate MTH's trade secrets claim?

3. Did the bankruptcy court err in granting Lionel's motion to expunge MTH's claim for attorneys' fees in connection with its trade secrets claim?

4. Did the bankruptcy court err in granting Lionel's motion for a fifth extension of the exclusive period during which only Lionel may file a plan of reorganization and solicit acceptances thereof?

Dated: New York, New York
August 23, 2007

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